KAYE ALAN Form 4 December 26, 2012

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

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obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KAYE ALAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATTEL INC /DE/ [MAT]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
MATTEL, INC., 333			12/24/2012	_X_ Officer (give title Other (speci below) below) EVP Chief HR Officer		
CONTINENTAL BOULEVARD						
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
EL SEGUNDO, CA 90245				Form filed by More than One Reporting Person		

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)  Frice	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/24/2012		M	20,000	A	\$ 17.94 (1)	20,000	D		
Common Stock	12/24/2012		S	20,000	D	\$ 36.95 (2)	0	D		
Common Stock							32,044 (3)	I	In trust	
Common Stock							7,758 <u>(4)</u>	I	In 401(k)	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to	\$ 17.94	12/24/2012		M		20,000	08/01/2009	08/01/2016	Common Stock	20,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
KAYE ALAN			EVP					
MATTEL, INC.								
333 CONTINENTAL BOULEVARD			Chief HR					
EL SEGUNDO, CA 90245			Officer					

## **Signatures**

Buy

/s/ Julie Kwok, Attorney-in-Fact for Alan Kaye

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (2) The sale occured pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (3) The Kaye Living Trust, dated March 31, 1992.

**(4)** 

Reporting Owners 2

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As of December 24, 2012, the reporting person had a balance of \$283,960.19 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.